

GOVERNANCE Committee

Terms of Reference

INTRODUCTION

CPATA regulates the patent and trademark profession in accordance with the Act, Regulations, By-laws, Governance Policies, and the Regulatory Objectives, Standards and Principles. It is an independent and risk-focused public interest regulator.

CPATA has developed a Code of Conduct for its Board and Committees that articulates the standards of conduct and behaviour expected of Board and Committee members, including with respect to confidentiality, conflict and decision-making.

ROLE

The Governance Committee examines regulatory governance practices, including Board practices and performance, and makes recommendations with respect to the Board. It also assists the Board to fulfill its roles regarding Board and Committee succession.

These responsibilities include:

1. Effectiveness – Assessing and making recommendations regarding Board effectiveness.
2. Governance – Reviewing and monitoring governance practices of the Board and the CEO with a view to enhancing the College's performance.
3. Nominating – Assessing the requirements for membership on the Board, advising the Board on information to be provided to the Minister's Office regarding the College's needs, and nominating candidates for committee membership.

RESPONSIBILITIES

Subject to the powers and duties of the Board, the Governance Committee will perform the following duties.

Board and Committee Effectiveness

The Committee:

- a. Reviews and considers professional regulatory governance best practices in Canada and makes recommendations to the Board regarding their consideration or adoption as appropriate;
- b. Develops the processes for Board evaluations/assessments (such as Director surveys) to assist in the evaluation of and continuous improvement of Board effectiveness;

- c. Annually reviews and evaluates the performance of the Board as a whole in accordance with the procedures established by the Board from time to time; and
- d. Assists the Board to meet its fiduciary oversight obligations, while respecting the independence of regulatory Committees, by developing and overseeing evaluations/assessments of the performance of College committees and their Chairs (such as by Committee surveys).

Board Governance

The Committee:

- a. At the request of the Chair of the Board or the Board, undertakes professional regulatory governance initiatives as may be necessary or desirable to contribute to the success of the College;
- b. Monitors compliance with the Code of Conduct and reports to the Board when necessary;
- c. Annually reviews CPATA's governance policies, and, where appropriate, recommends revisions to the Board; and
- d. Periodically reviews terms of reference and skills matrices of all committees, and, in consultation with committees, brings forward updates as necessary.

Board and Committee Nominations

The Committee:

- a. Assesses the capabilities that will be required by the Board and its Committees by adoption of Skills Matrices.
- b. Oversees tracking of terms and term limits of Directors and Committee members;
- c. Identifies gaps to be filled and plans for the orderly succession of the Chair of the Board, Directors and Committee members to maintain required capabilities; and
- d. Recommends committee members and committee chairs and names for potential Board appointments to the Board for approval.

MEMBERSHIP AND VOTING

The Governance Committee has up to 5 members, at least three of whom are Directors. The Board appoints and sets the terms of appointment for the members to the Committee.

Non-voting participants: The Chief Executive Officer (CEO) and Chair of the Board are ex officio members of the Committee.

A Committee member who, without excuse satisfactory to the Chair, is absent from two consecutive meetings of the Committee is deemed to have resigned, which resignation will create a vacancy on the Committee

to be filled in accordance with the Board's Governance Policies.

CHAIR	The Committee Chair is a Director and is a voting member of the Committee.
FREQUENCY OF MEETINGS AND MANNER OF CALL	Meetings are scheduled in advance at the direction of the Chair or the CEO. Meetings will be held by audio-visual means, or on direction of the Chair, in person. If necessary, votes may be cast by email or other electronic means.
QUORUM	Quorum of the Committee is three.
RESOURCES	The Committee is supported by the CEO and other staff as necessary.
REPORTING	The Committee develops and adopts an annual work plan and reports to the Board through regular Committee updates.
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